

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 15, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

REG. NO. 19721-B

FILED

MAY 19 '97

10-05AM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Rail Car Lease Agreement dated as of October 8, 1996 ("**Memorandum of Lease**") between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Wisconsin Public Service Corporation 600 North Adams Green Bay, WI 54307-9002

The equipment involved in this transaction is as follows:

Equipment:	One hundred thirty-five (135) open top hopper railcars, more fully described in Schedule A to the Memorandum of Lease attached hereto.
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Please file this Memorandum of Lease as a primary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P. Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

HELM

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Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 19721-B FILED

MAY 19 '97

10-05 AM

RE: Termination of Lease of Railroad Equipment dated as of January 2, 1997 by
Helm Financial Corporation ("**Termination of Lease**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under
49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the
following document:

Two (2) fully-executed originals of the above-referenced Termination of
Lease.

In connection with the recording of the Termination of Lease, please note the
following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Wisconsin Public Service
600 North Adams Street
Green Bay, WI 54307

Equipment: Eighty-nine (89), 4000 cubic foot, 100-ton,
rotary-coupled (53'1" coupler face to coupler
face) three pocket, open top hopper railcars

Previous STB Filing: Memorandum of Lease filed by The CIT
Group/Equipment Financing, Inc. under Recordation
No. 19721.

Please file the Termination of Lease as a supplementary document and return one
(1) endorsed original to my attention. A check covering the filing fee of \$24.00
is enclosed.

Sincerely,

PHapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

WPS002.00

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 13 10 05 AM '97

Surface Transportation Board
Washington, D.C., 20423-0001

Patrick Hapin
Documentation Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

5/19/97

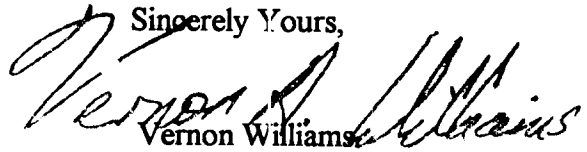
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 5/19/97 at, 10:05AM and

assigned recordation number(s). 19721-B.

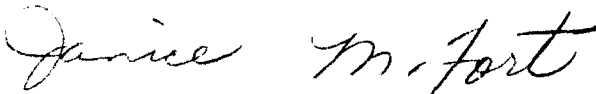
Sincerely Yours,


Vernon Williams
Secretary

Enclosed (s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature:



MAY 19 '97

10-05 AM

**TERMINATION OF LEASE
OF RAILROAD EQUIPMENT**

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of January 2, 1997 by **HELM FINANCIAL CORPORATION**, a California corporation, as assignee of The CIT Group/Equipment Financing, Inc., ("Lessor").

1. Recitals.

A. Lessor, as buyer, purchased from The CIT Group/Equipment Financing, Inc. ("CIT"), as seller, the eighty-nine (89) open top hopper railcars as described in Schedule A attached hereto (the "Units") as of July 31, 1996. The Units at such time were under lease pursuant to the Lease of Railroad Equipment dated as of August 8, 1995 between CIT, as lessor, to Wisconsin Public Service Corporation, as lessee ("Lease"). CIT assigned the Lease to Helm Financial Corporation under the Assignment Agreement made as of July 30, 1996 and filed at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 19721-A on August 19, 1996.

B. The Lease, assigned to Lessor, is on file at the STB under STB Recordation Number 19721 filed by The CIT Group/Equipment Financing, Inc.

C. The Lease expired and was terminated on December 31, 1996. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: _____

Print Name: John F. Dains

Title: Senior Vice President & CFO

cm

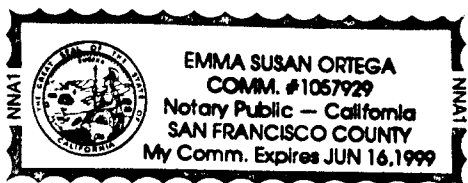
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 1, 1997, before me, Emma S. Ortega - Notary Public,
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of **HELM FINANCIAL CORPORATION**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega
SIGNATURE OF THE NOTARY

EM

SCHEDULE A

Description of the Units:

Eighty-nine (89), 4000 cubic foot, 100-ton, rotary coupled (53'1" coupler face to coupler face) three pocket, open top hopper railcars; built by Bethlehem Steel Corporation in 1975.

Unit Numbers:

HLMX 9000, 9002-9007, 9009, 9010, 9012-9021, 9023, 9025-9043, 9045-9063, 9065-9091, 9093-9099.

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